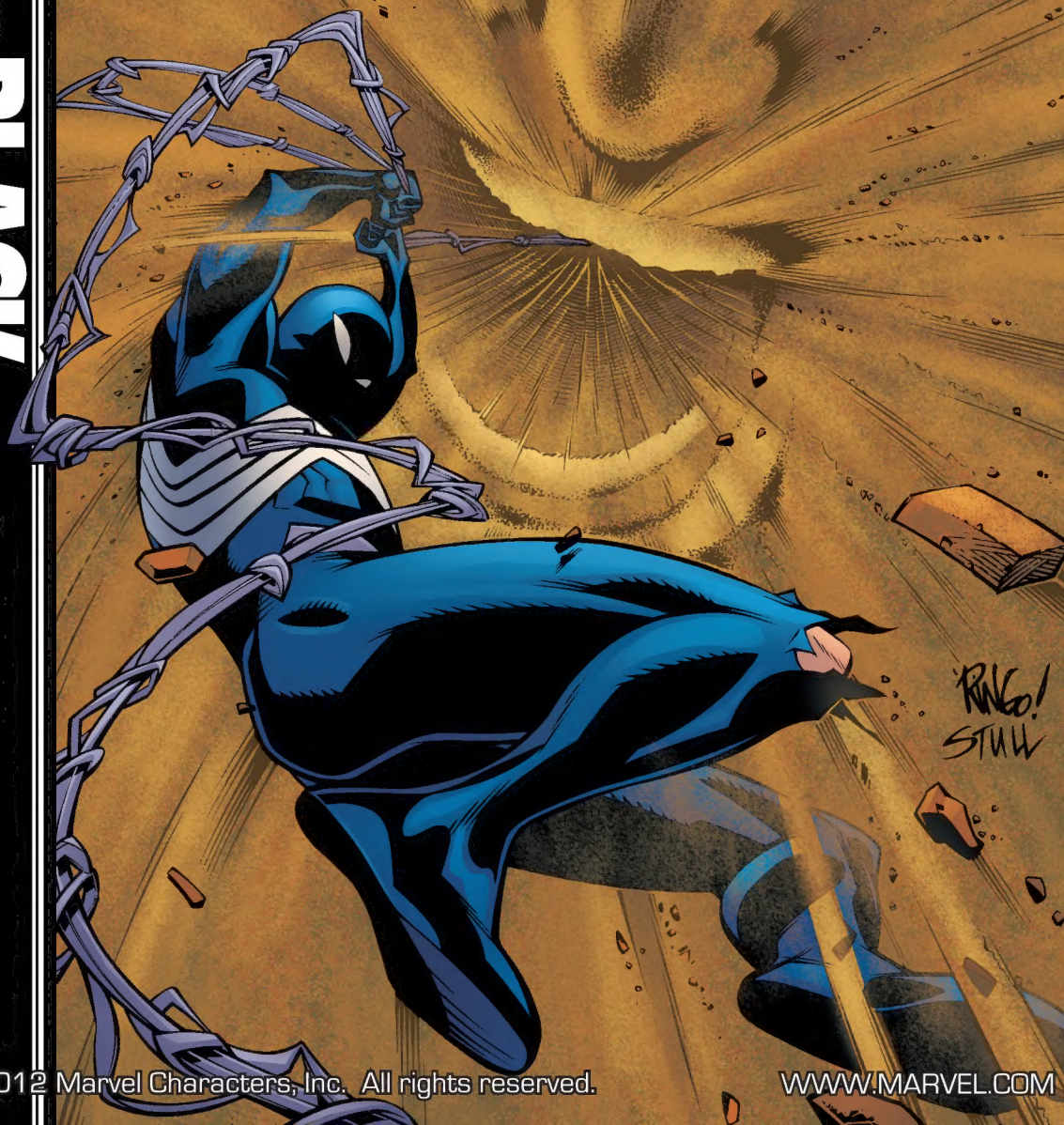


Friendly Neighborhood **SPIDER-MAN**

BACK IN BLACK



**LAST
MONTH
IN**

Friendly Neighborhood **SPIDER-MAN**

Floyd Baker, the father of Spidey's enemy, Sandman, is on death row facing execution for the murder of a homeless vagrant...a vagrant who is the spitting image of Peter's long-dead Uncle Ben.

Sandman has sought and received Spider-Man's grudging aid in saving his father's life. Finding a dead end in the police files, they traveled to Forest Hills Cemetery to visit Uncle Ben's grave, just in case some serious zombie action was the answer to the mystery of the multiple Bens.

The grave itself is undisturbed (although Peter remains disturbed by the mystery) and then the two of them encounter a troubled young man named Dennis.

Dennis tells a horrific story that basically recaps the end of "Friendly Neighborhood Spider-Man #10," which depicted an apparently murderous Uncle Ben blowing away a future version of Spider-Man...a sequence many readers found disturbing.

Curiously enough, most readers weren't disturbed by Uncle Ben's awareness that the future Spider-Man was from the year 2211...which they should have found disturbing, because Ben Parker couldn't possibly have known that. Fortunately Spider-Man figured that out in no time flat because, well, he's smarter than most of the readers.*

Also fortunately, Dennis copped the helmet of Spider-Man 2211. The helmet promptly bonded with our Spider-Man, and is now in the process of leading our heroes directly to the murderer who may hold the key to freeing Sandman's father.

Meanwhile, Peter's old friends, Flash and Betty, went on a date that ended disastrously with Betty getting attacked by a thousand spiders climbing out of the restaurant commode! Only to discover, upon returning, that they had all vanished, leaving behind disturbing evidence that made Betty look like a hallucinating drug addict.

Oh, one more thing--Aunt May's in the hospital after being shot by an assassin.

Disturbed? You won't be after this issue of...
FRIENDLY NEIGHBORHOOD SPIDER-MAN.

***Except You. You're brilliant!**

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SANDBLASTED CONCLUSION

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THIS IS
RIDICULOUS! THE
BUNCH OF US IN A
VAN. ALL WE NEED
IS A TALKING
GREAT DANE.

YEAH, WELL,
THEN I GET TO
BE FRED.

AND I'M
SHAGGY.

SO THAT
MAKES ME...
WHO? ONE OF
THE BROADS?
NO WAY.

WELL,
DENNIS HAS
DIBS ON SHAGGY.
ONLY ONE LEFT
IS SCRAPPY.

"SCRAPPY."
THAT'S A GOOD
NAME. WHICH
ONE'S HE?

THE
OBNOXIOUS
SAWED-OFF
PUPPY.

...
I
hate
you.





"LOOK, SANDY, STOP WORRYING.
WE GOT ANOTHER DAY OR SO
UNTIL YOUR FATHER IS EXECUTED."

"THIS HELMET THING'S BEEN TALKING
TO ME THIS WHOLE TIME. IT'S GOT A
LOCK ON THIS UNCLE BEN IMPOSTER
WHO KILLED THE SPIDEY FROM 2211
AND, PROBABLY, THE MAN IN THE
ALLEY. IT'S GUIDING US RIGHT TO HIM."

"TELL ME, PARKER...
HOW DO YOU KNOW
IT'S AN 'IMPOSTER?'"

"BECAUSE UNCLE BEN...
ANY UNCLE BEN, NO
MATTER WHEN OR WHERE
HE CAME FROM...WOULD
NEVER KILL ANYBODY."

"I'M AS SURE OF
THAT AS I AM
THAT WE'LL SAVE
YOUR DAD."

BAKER!

YOUR
SENTENCE HAS
BEEN MOVED UP
TO MIDNIGHT
TONIGHT.

WH-WHAT?
WHY?

BECAUSE
ACCORDING TO THE
POLICE, SPIDER-MAN
AND YOUR SON HAVE
TEAMED UP TO TRY AND
BREAK YOU OUT. SO WE
RECEIVED A SPECIAL
ORDER FROM THE JUDGE
TO MOVE UP YOUR
TIMETABLE.

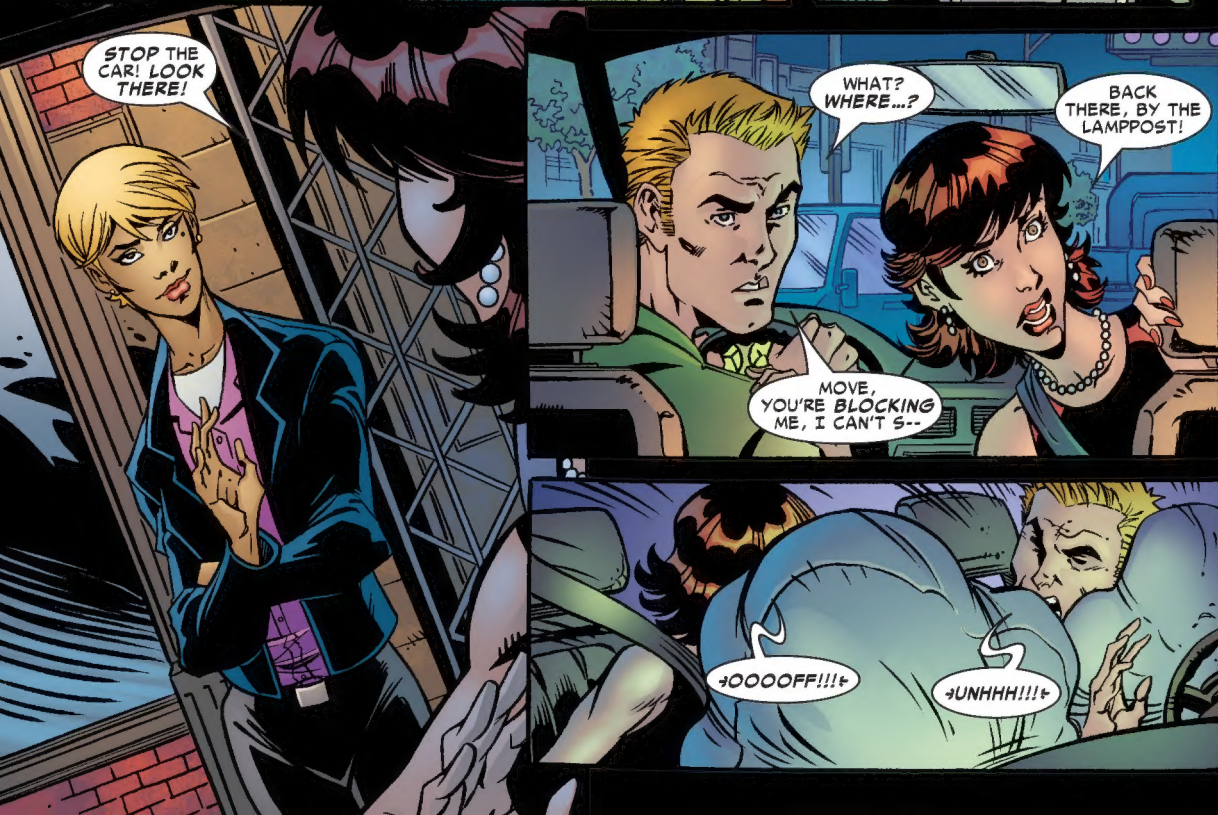
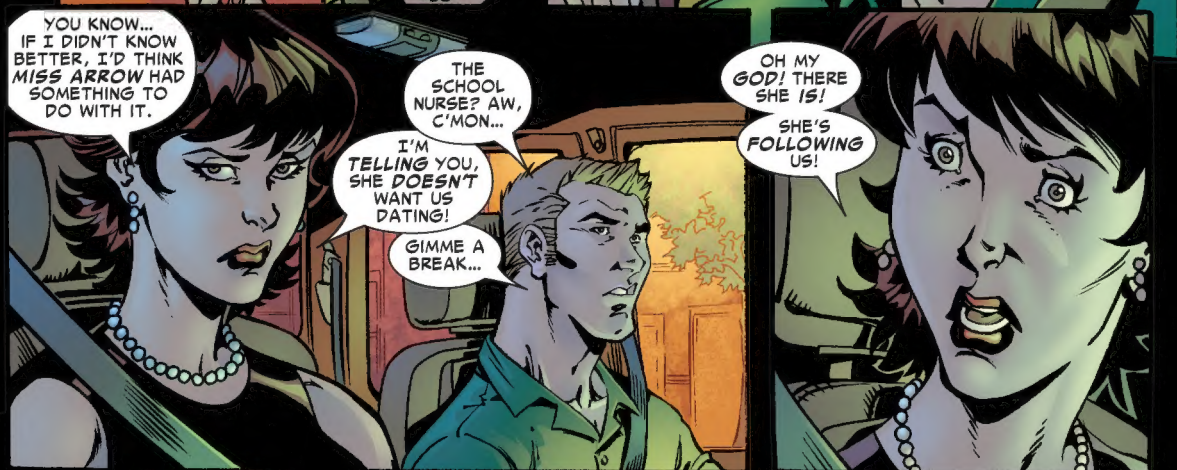
MY SON?
WILLIAM? I AIN'T
SEEN HIM SINCE HE
WAS A KID.

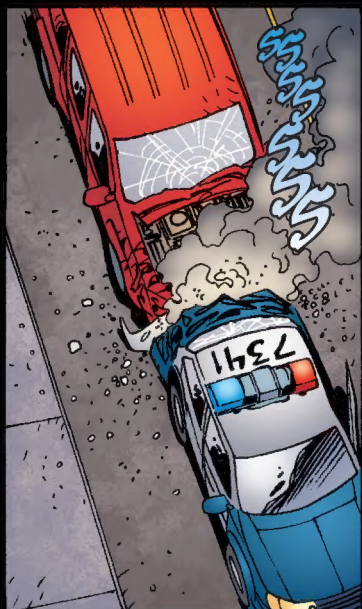
YOU PROBABLY
KNOW HIM BETTER
AS FLINT MARKO. YOU
KNOW...SANDMAN.

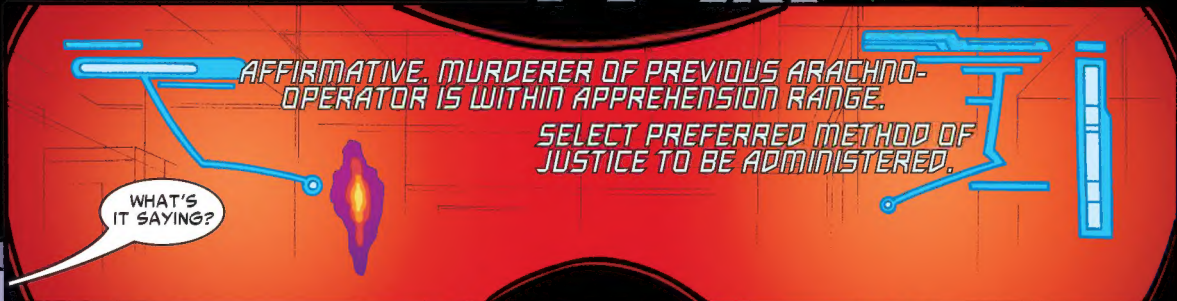
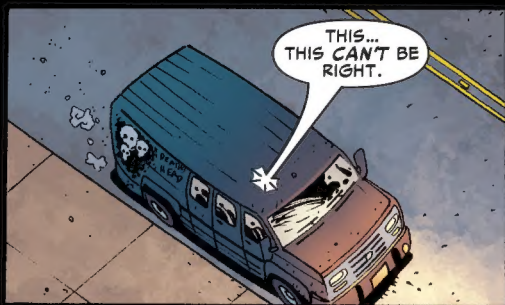
THE FATHER
HERE WILL TAKE YOUR
LAST CONFESSION, IF
YOU WISH.

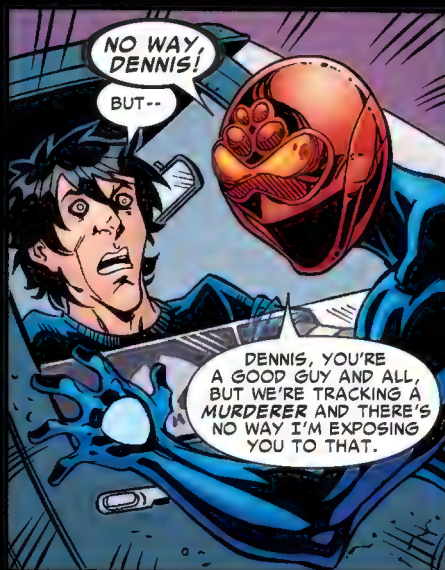


"YOU'RE ALMOST HOME. THERE...HAPPY?"











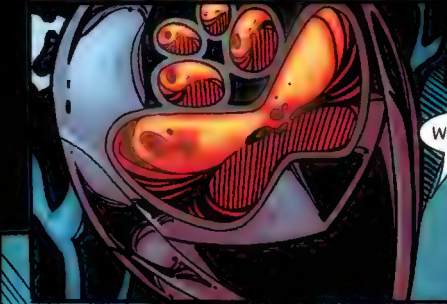
I HEAR VOICES UP AHEAD. A MAN AND A WOMAN, I THINK.

I'M HAVING TROUBLE HEARING ANYTHING WITH THIS HELMET ON. HEY, HELMET...HOW MUCH FURTHER, AND HOW MANY PEOPLE?



MULTIPLE? HOW MANY?

ONE HUNDRED THREE FEET TO DESTINATION. REGISTERING TARGET PLUS MULTIPLE LIFE FORMS. ELEVEN THOUSAND TWO HUNDRED AND NINE.



WHAT?!?



OH YEAH, THAT WAS STEALTHY.

MMMMFFFF!!!



WHO IS THAT!? WHO'S TH--?!?



OH! WELL...
HELLO, PETER.
BROUGHT A
FRIEND, I SEE.

HELMET...
WHAT'S GOING ON?
THAT'S ROGER...THE
PRINCIPAL! IS HE
THE TARGET?

TARGET CONFIRMED.
EMPLOY HELMET TO
ADMINISTER JUSTICE.

I'M NOT
ADMINISTERING
JACK UNTIL I
FIGURE OUT--



YOU WANNA
STAND AROUND??
FINE! NOT ME!

TELL ME
WHAT YOU KNOW
ABOUT THE DEAD
GUY IN THE
ALLEYWAY!



BLAM



OH, YOU
WANNA PLAY?
OKAY, FINE!
LET'S PLAY!

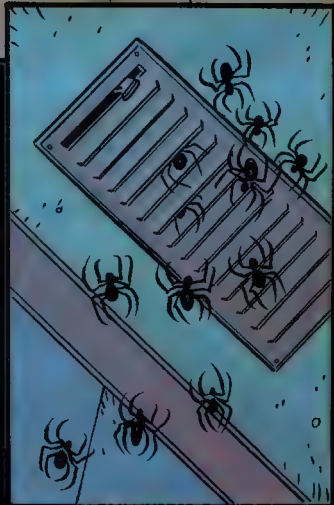
MARKO!
HOLD IT!!!



'CAUSE IT SAID
THAT HE HAD, LIKE,
ELEVEN THOUSAND GUYS
IN THE OFFICE WITH HIM!
AND HE OBVIOUSLY--

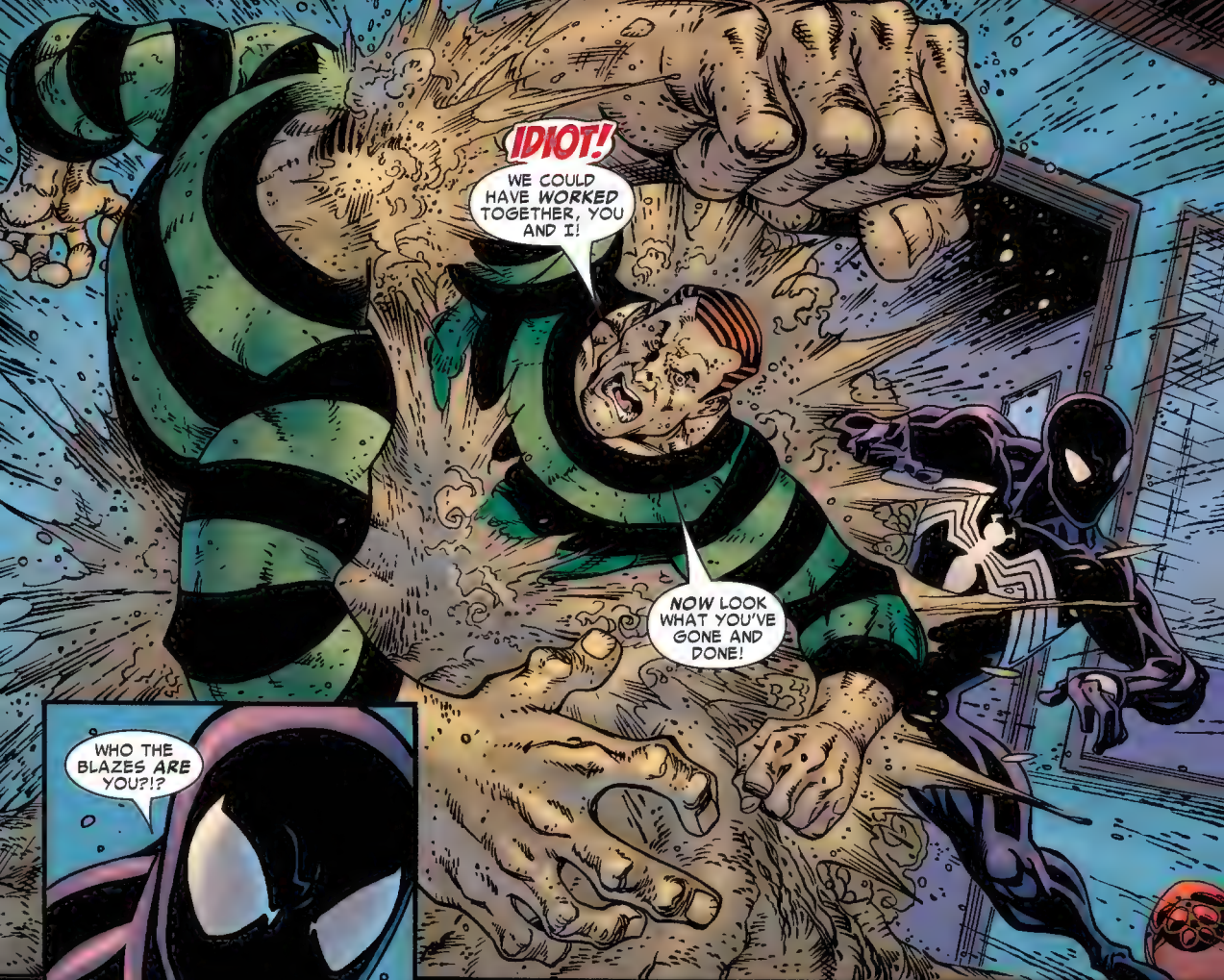


HUNH.



I AIN'T GOT
TIME TO TAP-DANCE
AROUND WITH THIS
GUY, PARKER!





WHO THE BLAZES ARE YOU?!



WHO, ME?

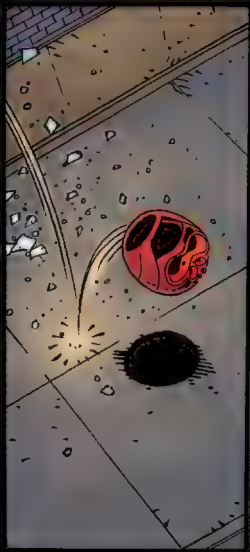
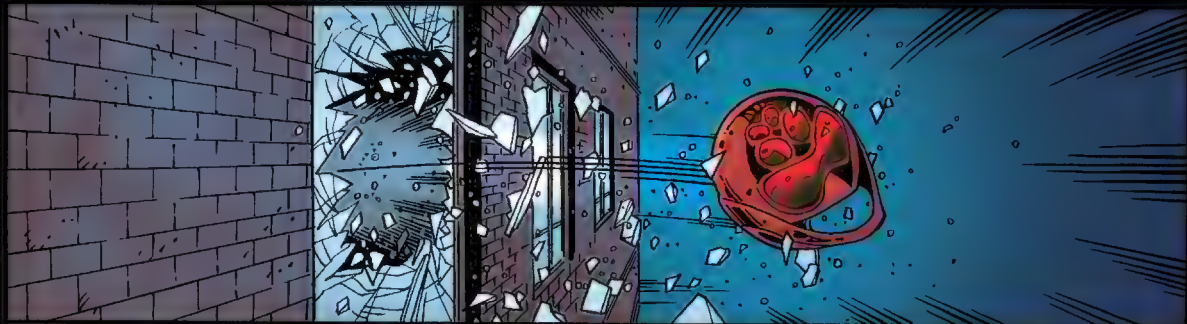
WHY, I'M JUST YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN...

...FROM THE YEAR 2211...



OH, AND BY THE WAY...

shrink+





COME ON,
NOW! I HUNG AROUND
HERE BECAUSE I WANTED
TO SEE THE LEGEND
CLOSE-UP!

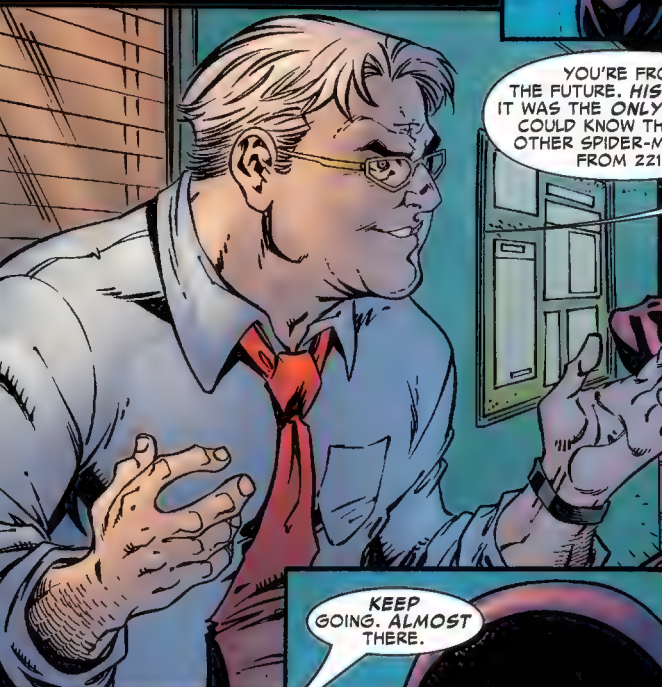
PURELY A
BONUS THAT I MET
YOUR NEMESIS WHILE I
WAS HERE...BUT YOU'RE
THE ONE WHO WAS
SUPPOSED TO MAKE
IT WORTHWHILE.

THEN
TELL ME ONE
THING...



WHO
THE HELL ARE
YOU?

YOU CAN
DO IT! USE THAT
MIGHTY INTELLECT!
FIGURE ME OUT!



YOU'RE FROM
THE FUTURE. HIS FUTURE.
IT WAS THE ONLY WAY YOU
COULD KNOW THAT THE
OTHER SPIDER-MAN WAS
FROM 2211.

RIGHT
SO FAR.

AND SINCE
THERE'S BEEN A
FUTURE SPIDER-MAN...
AND FUTURE
HOBGOBLIN...



KEEP
GOING. ALMOST
THERE.

WHY
NOT A FUTURE
CHAMELEON?



WHY NOT
INDEED?

ESCAPED
FROM CONFINEMENT
ALONG WITH POOR
HOBGOBLIN...
FORGOTTEN IN HER
OWN TIME, BUT I
WILL CARRY HER
MEMORY ALWAYS.

"WHERE'S THE
REAL ROGER,
CHAMELEON?"

I
DIDN'T DO
IT.

"THE SCHOOL PRINCIPAL
IS DEAD. KILLED HIM
AFTER THE WHOLE
MYSTERIO BUSINESS."

I
SWEAR I
DIDN'T.

YOU LIVED
YOUR WHOLE LIFE AS A
CROOK, BAKER. YOU'D
THINK AT LEAST YOU'D DIE
WITH HONEST WORDS
ON YOUR LIPS.

"IS THAT HOW
YOU DUPLICATE
PEOPLE? BY
KILLING THEM?"

"NO, BY INGESTING THEIR DNA.
KILLING'S JUST THE EASIEST
WAY TO GO ABOUT IT. NOW YOUR
FRIEND, *SANDMAN*, WAS EASY...
I GOT SOME SAND IN MY MOUTH."

"AND WHY
DID YOU FRAME
FLOYD BAKER?"

"I HAVE ABSOLUTELY
NO IDEA WHO THAT IS."



HE'S MY FATHER! FACING THE CHAIR BECAUSE THEY THINK HE KILLED YOU!

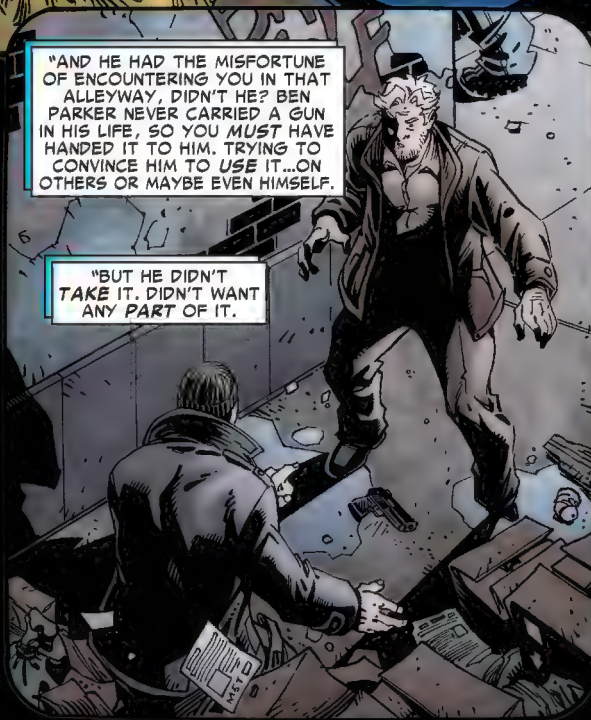
NO, MARKO. NOT HIM.



IT WAS MY UNCLE WHO DIED... BELIEVE IT OR NOT, MY UNCLE FROM ANOTHER TIMELINE.

WHY *SHOULDNT* I BELIEVE IT? IT'S NO NUTTIER THAN THE REST OF THIS.

THE POOR DEVIL WAS DRAGGED HERE BY THE HOBGOBLIN, AND THEN ABANDONED.



"AND HE HAD THE MISFORTUNE OF ENCOUNTERING YOU IN THAT ALLEYWAY, DIDN'T HE? BEN PARKER NEVER CARRIED A GUN IN HIS LIFE, SO YOU *MUST* HAVE HANDED IT TO HIM. TRYING TO CONVINCE HIM TO *USE* IT...ON OTHERS OR MAYBE EVEN HIMSELF.

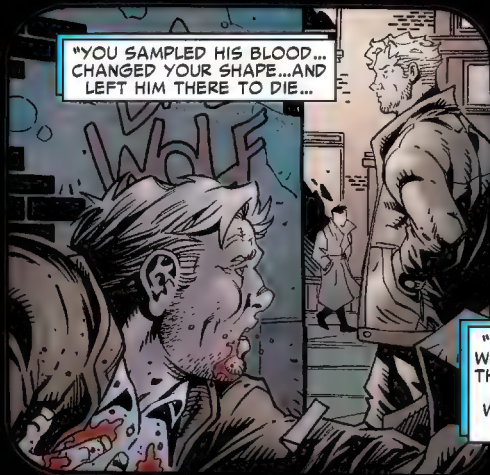
"BUT HE DIDN'T TAKE IT. DIDN'T WANT ANY PART OF IT.



"SO YOU PICKED IT UP...



"AND FINISHED THE JOB THAT HE WASN'T READY TO TAKE.



"YOU SAMPLED HIS BLOOD... CHANGED YOUR SHAPE...AND LEFT HIM THERE TO DIE...



"...WITH FLOYD BAKER, THE WRONG MAN PASSING BY AT THE WRONG TIME, THE ONLY ONE TO HEAR HIS DYING WORDS AND--OF COURSE-- MISUNDERSTAND THEM."

I...KILLED MYSELF...



YOU DON'T DISAPPOINT, SPIDER-MAN... OR SHALL I CALL YOU "BEN REILLY?" THAT WAS THE MOST CHALLENGING THING: NOT LAUGHING WHEN YOU CAME LOOKING FOR A JOB.

WHAT KIND OF PERSON ARE YOU THAT YOU WOULD--

PERSON?



PERSON?!

WHEN DID I EVER SAY I WAS A PERSON?



I'M
COMING, SPIDEY!
HANG--



ZOINKS!



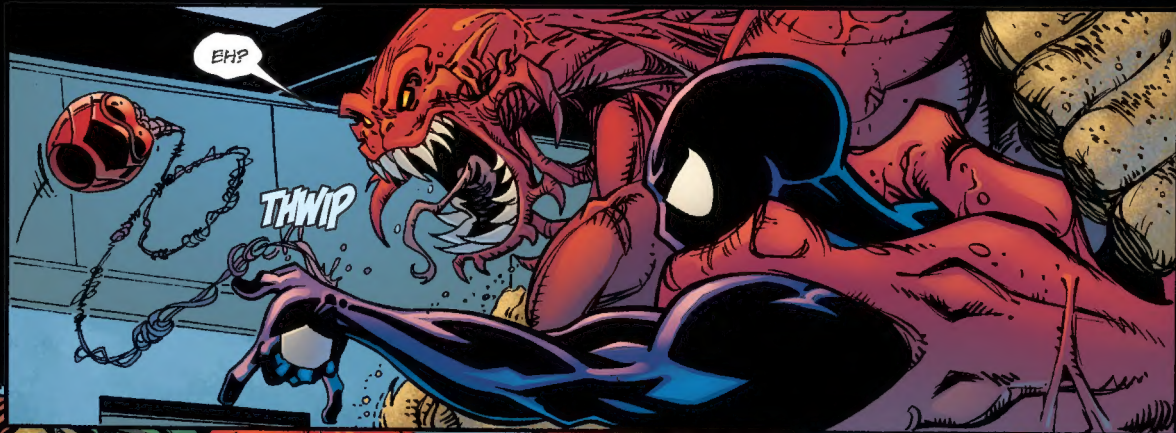
AND TO
THINK I WAS AFRAID
OF YOU! SO AFRAID THAT
I STAYED NEAR YOU AND
WATCHED YOU IN
SECRET...INSTEAD OF
CHALLENGING YOU!

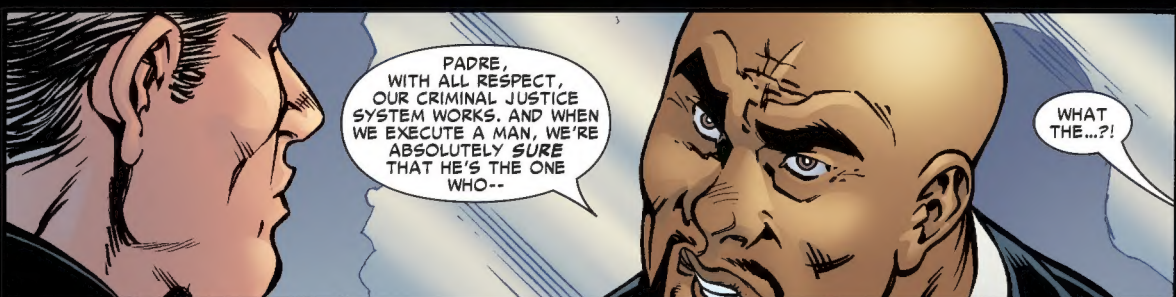
YOU WERE
NEVER REALLY A
THREAT TO ME! I
SEE THAT NOW!

MY ABILITY
TO BLEND WAS SO
PERFECT, EVEN YOUR
LEGENDARY SPIDER-SENSE
NEVER WARNED YOU OF
MY PRESENCE...JUST
AS IT'S BLIND TO
HERS!

HERS?!
HER WH--
CCCCCH!

BUT ONCE
I'VE DISPOSED OF
YOU, I'LL BE ON MY
WAY...AND OH, THE
HAVOC I'LL WREAK!
THE LEADERS I WILL
IMPERSONATE!
THE--







**NEXT:
TERROR ALLEY.**